

PDF SOLUTIONS INC
Form 4
August 28, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARTGRING CORNELIS

2. Issuer Name and Ticker or Trading Symbol
PDF SOLUTIONS INC [PDFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 W. SAN CARLOS ST., SUITE 1000

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President, CSS

SAN JOSE, CA 95110

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/24/2012		M ⁽¹⁾		10,000	A	\$ 5.4	79,821	D
Common Stock	08/24/2012		S		15	D	\$ 11.72	79,806	D
Common Stock	08/24/2012		S		85	D	\$ 11.79	79,721	D
Common Stock	08/24/2012		S		102	D	\$ 11.92	79,619	D
Common Stock	08/24/2012		S		200	D	\$ 11.93	79,419	D

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Common Stock	08/24/2012	S	100	D	\$ 11.9307	79,319	D
Common Stock	08/24/2012	S	100	D	\$ 11.935	79,219	D
Common Stock	08/24/2012	S	898	D	\$ 11.94	78,321	D
Common Stock	08/24/2012	S	1,101	D	\$ 11.95	77,220	D
Common Stock	08/24/2012	S	99	D	\$ 11.96	77,121	D
Common Stock	08/24/2012	S	200	D	\$ 11.965	76,921	D
Common Stock	08/24/2012	S	900	D	\$ 11.97	76,021	D
Common Stock	08/24/2012	S	400	D	\$ 11.98	75,621	D
Common Stock	08/24/2012	S	1,800	D	\$ 11.99	73,821	D
Common Stock	08/24/2012	S	1,200	D	\$ 12	72,621	D
Common Stock	08/24/2012	S	1,000	D	\$ 12.01	71,621	D
Common Stock	08/24/2012	S	400	D	\$ 12.02	71,221	D
Common Stock	08/24/2012	S	500	D	\$ 12.03	70,721	D
Common Stock	08/24/2012	S	200	D	\$ 12.04	70,521	D
Common Stock	08/24/2012	S	700	D	\$ 12.05	69,821	D
Common Stock	08/27/2012	M	4,619	A	\$ 5.4	74,440	D
Common Stock	08/27/2012	S	900	D	\$ 12.06	73,540	D
Common Stock	08/27/2012	S	5,000	D	\$ 12.07	68,540	D
Common Stock	08/27/2012	S	4,100	D	\$ 12.09	64,440	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.4	08/24/2012		M	10,000	09/03/2002	09/02/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 5.4	08/27/2012		M	4,619	09/03/2002	09/02/2012	Common Stock	4,619

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTGRING CORNELIS 333 W. SAN CARLOS ST. SUITE 1000 SAN JOSE, CA 95110			Vice President, CSS	

Signatures

/s/ Gregory Walker, Attorney-in-Fact for Cornelis Hartgring

08/28/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) All transactions reported on this Form 4 were effected pursuant to a rule 10b-5 Sales Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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